

COMERICA INC /NEW/

Form 4

May 09, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARKHILL KAREN L

(Last) (First) (Middle)

1717 MAIN STREET, MC-6402

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COMERICA INC /NEW/ [CMA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/05/2016		M	60,000 A	\$ 25.59 142,878 ⁽¹⁾	D	
Common Stock	05/05/2016		J ⁽²⁾	46,251 D	\$ 42.28 96,627 ⁽¹⁾	D	
Common Stock	05/05/2016		M	21,000 A	\$ 29.6 117,627 ⁽¹⁾	D	
Common Stock	05/05/2016		F ⁽²⁾	17,345 D	\$ 42.28 100,282 ⁽¹⁾	D	
Common Stock	05/05/2016		M	4,125 A	\$ 33.79 104,407 ⁽¹⁾	D	

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Common Stock 05/05/2016 F⁽²⁾ 3,645 D \$ 42.28 100,762 ⁽¹⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.59	05/05/2016		M	60,000	08/31/2012 ⁽³⁾ 08/31/2021	Common Stock 60,000
Employee Stock Option (right to buy)	\$ 29.6	05/05/2016		M	21,000	01/24/2013 ⁽³⁾ 01/24/2022	Common Stock 21,000
Employee Stock Option (right to buy)	\$ 33.79	05/05/2016		M	4,125	01/22/2014 ⁽³⁾ 01/22/2023	Common Stock 4,125
Employee Stock Option (right to buy)	\$ 49.51					01/21/2015 ⁽³⁾ 01/21/2024	Common Stock 6,380
Employee Stock Option (right to buy)	\$ 42.32					01/27/2016 ⁽³⁾ 01/27/2025	Common Stock 7,220

Employee

Stock

Option \$ 32.97

(right to

buy

01/26/2017⁽³⁾ 01/26/2026Common
Stock

8,28

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKHILL KAREN L 1717 MAIN STREET, MC-6402 DALLAS, TX 75201			Vice Chairman	

Signatures

/s/ Jennifer S. Perry, on behalf of Karen L. Parkhill through Power of Attorney

05/09/2016

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes shares acquired through employee stock plans and restricted stock units as of May 5, 2016.

(2) Shares were withheld to satisfy tax withholding obligations and pay exercise price.

(3) The options vest in four equal annual installments (based on the original grant amount) beginning on the date indicated in this column.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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